

**AMENDMENT OF THE RIGHT-OF-WAY LEASE
FOR THE
TRANS-ALASKA PIPELINE
ADL 63574**

This is an amendment to Exhibit D Description of Right-of-Way for Related Facilities of the RIGHT-OF-WAY LEASE FOR THE TRANS-ALASKA PIPELINE dated May 3, 1974 hereinafter referred to as AMENDMENT. This AMENDMENT is made and entered into and becomes effective this 14th day of January, 1992 by and between the State of Alaska acting through the Commissioner of Natural Resources hereinafter referred to as COMMISSIONER and Alyeska Pipeline Service Company as agent for Amerada Hess Pipeline Corporation, ARCO Transportation Alaska, Inc., BP Pipelines (Alaska) Inc., Exxon Pipeline Company, Mobil Alaska Pipeline Company, Phillips Alaska Pipeline Corporation, and Unocal Pipeline Company hereinafter referred to as LESSEE.

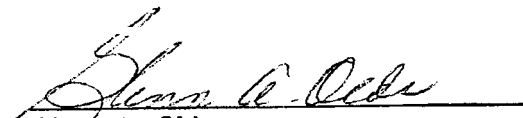
WHEREAS, the LESSEE has applied to amend the existing Right-of-Way Lease ADL 63574 to include an additional 0.475 acres of land within the Barrow Recording District for the PIG Launcher/Receiver Facility for the fuel gas line at milepost 384.4 of the Dalton Highway situated within Section 7, T.5N., R.14E., Umiat Meridian as depicted on the as-built survey dated May 29, 1992.

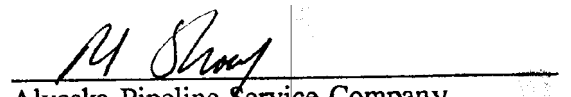
NOW THEREFORE, the COMMISSIONER and LESSEE agree to amend the RIGHT-OF-WAY FOR THE TRANS-ALASKA PIPELINE, ADL 63574 to include the lands depicted on the Proposed Additional Right-of-Way PIG Launcher/Receiver drawing dated May 29, 1992, copy attached, and made a part hereof. The area to be added to the fuel gas line facility is 138 feet by 150 feet containing approximately 0.475 acres, more or less. The lands described herein are incorporated into and made a part of the Right-of-Way Lease, ADL 63574.

IN WITNESS WHEREOF, the COMMISSIONER and LESSEE have affixed the signatures to duplicate originals of this AMENDMENT on the day and year first above written.

STATE OF ALASKA

LESSEE


Glenn A. Olds
Commissioner
Department of Natural Resources

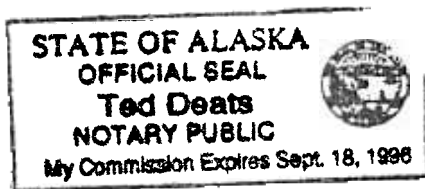

Alyeska Pipeline Service Company,
Agent for
Amerada Hess Pipeline Corporation
ARCO Transportation Alaska, Inc.
BP Pipelines (Alaska) Inc.
Exxon Pipeline Company
Mobil Alaska Pipeline Company
Phillips Alaska Pipeline Corporation
Unocal Pipeline Company

STATE OF ALASKA

) ss.

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 14th day of January, 1993,
before me, personally appeared Glenn Oles, the
COMMISSIONER of the Department of Natural Resources of the State of Alaska, who executed
this document and acknowledged voluntarily signing the same.



Ted Deats
Notary Public in and for the State of Alaska
My Commission expires 9/18/96

STATE OF ALASKA

) ss.

THIRD JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on the 30th day of December, 1992,
before me, personally appeared Robert I. Shoaf, who stated that he
executed the foregoing document as authorized representing Alyeska Pipeline Service Company
as agent for its above-referenced owner companies.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal
the day and year in this certificate first above written.

Shirley M. Kotila
Notary Public in and for the State of Alaska
My Commission expires 5-1-95